

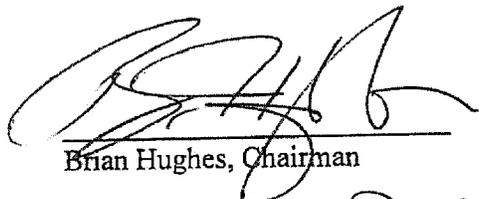
**Frisbie Memorial Hospital
Board Certificate**

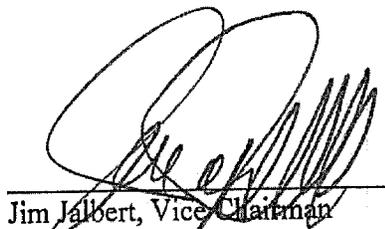
Reference is made to the Asset Purchase Agreement (“APA”) dated October 18, 2019 by and among Frisbie Memorial Hospital, The Frisbie Foundation, Granite State Lab, LLC, and Seacoast Business and Health Clinic, Inc. d/b/a Seacoast Redicare (the “Sellers”) and FMH Health Services, LLC (as “Buyer”) (“Proposed Transaction”)

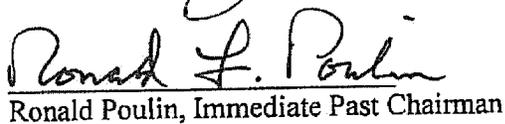
The undersigned, being the duly elected and qualified trustees of the Board of Frisbie Memorial Hospital do hereby certify that, in approving the Proposed Transaction to sell the hospital assets to FMH Health Services, LLC, the following standards have been considered in good faith and complied with:

- a) The Proposed Transaction is permitted by applicable law, e.g., laws governing nonprofit corporations, charitable solicitations, community benefit, community needs assessments and charity care;
- b) Due diligence has been exercised in selecting the Buyer, in engaging and considering expert advice, in negotiating the Proposed Transaction, and in determining that the Proposed Transaction is in the best interest of Frisbie and the community it serves (Attached hereto as Exhibit 1 is a summary of the due diligence performed by the Board of Frisbie Memorial Hospital);
- c) There were no disclosed or known conflicts of interest or pecuniary benefits that affected the Board’s decision to engage in the Proposed Transaction;
- d) The purchase price for the hospital’s assets is of fair value (Attached hereto as Exhibit 2 is a valuation performed by Ketchum Valuation Consulting);
- e) The assets of Frisbie, and the sale proceeds of the acquisition, shall continue to be devoted to charitable purposes consistent with Frisbie’s objectives and the community’s needs;
- f) The Buyer is not a health care charitable trust formed in New Hampshire, therefore, control of sale proceeds will be independent of the Buyer; and
- g) Reasonable public notice of the Proposed Transaction was provided to the community, along with a reasonable and timely opportunity for the community to inform the deliberations of the Board regarding the Proposed Transaction (See Exhibit 3 attached hereto).

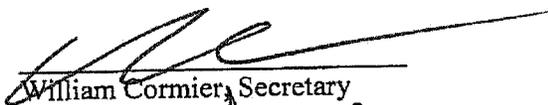
IN WITNESS WHEREOF, the Trustees have executed this Certificate on the 18th day of October, 2019.

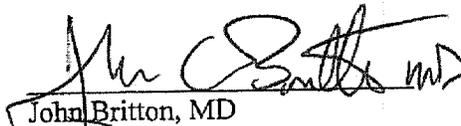

Brian Hughes, Chairman


Jim Jalbert, Vice Chairman


Ronald Poulin, Immediate Past Chairman

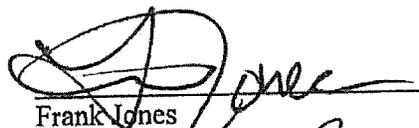

Jeanette Poulin, Treasurer

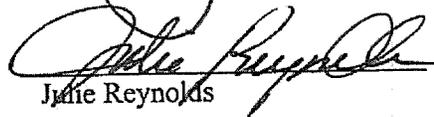

William Cormier, Secretary

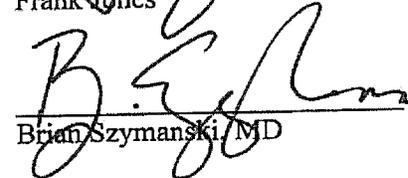

John Britton, MD


Mark Farrell


John Hall


Frank Jones


Julie Reynolds


Brian Szymanski, MD

**EXHIBIT 1
TO BOARD CERTIFICATE**

Summary of Board Due Diligence

In recent years, Frisbie Memorial Hospital (“Frisbie”) has experienced many of the challenges typical of small independent hospitals. But the impact on Frisbie has been tremendous. For the last two fiscal years, Frisbie has incurred operating losses of approximately \$23 million and \$20 million due to decreased reimbursement and escalating costs. Those losses are spiraling given such trends as continued reductions in reimbursement from Medicaid and managed care payors, and reduced payments as more of the cost of care is shifted to patients in high deductible plans, increasing uncompensated care. Adding to the situation, in 2017 Frisbie incurred a substantial expense in implementing a computer conversion to provide needed clinical and financial systems, resulting in depletion of cash reserves.

In 2018, Frisbie retained Prism Healthcare Partners (“Prism”), a healthcare consulting firm that helps hospitals and health systems improve financial, operational and clinical performance, to evaluate Frisbie’s operations. In an April 2018 presentation to the Board of Trustees, the projection was that Frisbie would not be able to sustain its capital needs and that its baseline cash would completely deplete that fiscal year. Frisbie’s estimate of its debt service coverage ratio was estimated to continue to stay in the negative over the next five years.

Prism made recommendations on measures to reduce costs. Frisbie implemented many of these recommendations, and this implementation has slowed the rate at which Frisbie is losing money. But the fact remains that Frisbie is operating at a loss, not a profit.



Frisbie’s Efforts to Find a Strategic Partner

Recognizing its financial straits, in the summer of 2018, Frisbie began outreach to search for a strategic partner. When it began its search, the most important factors for Frisbie were access to capital and maintaining high quality care. Frisbie also considered the potential partner’s commitment to the community; complementary services; reputation and culture; staff considerations; local board representation; the MD network; and not-for-profit status. (Id.)

commitment to the community; complementary services; reputation and culture; staff considerations; local board representation; the MD network; and not-for-profit status. (Id.)

Frisbie identified and contacted ten potential candidates to gauge their interest in a potential strategic transaction, sending each a Request for Proposal (“RFP”). A copy of the RFP sent to these ten entities is submitted herewith as Attachment A. Of the ten RFPs sent out:

- Two entities either declined to return a non-disclosure agreement (“NDA”) or failed to respond at all
- Five entities returned the NDA but declined to respond to the RFP
- Three entities submitted a response to the RFP

Given the financial situation, it was disappointing but not surprising that only three of the ten healthcare systems chose to submit an RFP. The three expressions of interest were from SolutionNHealth (“Solution”), Steward Health Care System LLC (“Steward”), and HCA. Both Stewart and HCA were invited to give presentations to the Board of Trustees.

Solution offered a two-year Management Services Agreement that Solution believed would “create a structure and provide the necessary support for [Frisbie] to receive the various clinical, operational, administrative and other various services.” This proposal was attractive for several reasons, including Solution’s history in the community, reputation, and vision. However, Solution made no effort to quantify any cost savings in its RFP response. Solution also conceded to Frisbie that if access to capital was a top priority, it believed it was not the best choice for a partner. As a result, Frisbie believed the proposal offered too little to make a material impact on its financial situation and rejected the proposal.

Steward proposed an asset purchase agreement pursuant to which Steward would acquire substantially all of Frisbie’s assets (with some exceptions), retire long-term debt and liabilities, and fund \$150 million in facility improvement, IT enhancements, and network development projects. The funding commitment was initially attractive to Frisbie. However, that funding would be spread over a period of five years for identified projects. The amount Frisbie anticipated would be received at or near closing was not sufficient to adequately alleviate Frisbie’s financial issues. In short, it was questionable whether the funding at closing could cover Frisbie’s anticipated monthly expenses. In addition, Frisbie believed that Steward’s relative lack of experience within New Hampshire was a disadvantage to its ability to successfully operate Frisbie and to improve patient care.

HCA’s proposal was ultimately viewed as the most attractive. HCA proposed an asset purchase agreement and the creation of a community foundation to manage the net proceeds. HCA’s indication of its willingness to commit to fund capital expenditures had a greater potential to lessen Frisbie’s financial constraints; even though HCA’s overall dollar value was lower than Steward’s offer, the amount that Frisbie would receive at or near closing was higher and thus preferable. In other words, HCA’s funding commitment had the potential to ease Frisbie’s financial issues. In addition, Frisbie believed that HCA had the experience and respect within the state of New Hampshire that would lead to a greater chance of not only Frisbie’s success, but also patient care. Frisbie and HCA shared some existing synergies in tertiary services. Finally, HCA’s proposal more comprehensively addressed Frisbie’s perception of the needs of its patients, employees,

organization, and the greater Rochester community. Based on these considerations, Frisbie selected HCA as the optimal choice in September 2018.

Following this initial decision, the parties expanded their due diligence activities. Frisbie also engaged a valuation firm, Ketchum Valuation Consulting, to provide an independent opinion of the fair value of the assets to be sold to HCA. Frisbie and HCA executed a Letter of Intent (“LOI”) in January 2019. Following the execution of the LOI, Frisbie engaged Stroudwater Associates (“Stroudwater”) to assist the Board and the Board’s outside counsel with the due diligence process and the development of the definitive asset purchase agreement. Stroudwater facilitated multiple meetings for Frisbie Board members and the board members from the two other HCA hospitals in New Hampshire, Portsmouth Regional Hospital and Parkland Medical Center. Stroudwater also arranged meetings for the Frisbie Board members and management with representatives of other small community hospitals recently acquired by HCA, including Memorial Satilla Health, in Waycross, Georgia.

The Board designated a workgroup of Board members who regularly met with legal counsel and advisers from Stroudwater and participated directly in the negotiation and finalization of the definitive asset purchase agreement which was approved by the Frisbie Hospital Board on September 18, 2019 and The Frisbie Foundation on September 26, 2019.

Use of Sale Proceeds.

The Board also undertook an in depth investigation and assessment of options for the future use and management of the sale proceeds. The Board explored maintaining a separate grant-making foundation as well as met with three existing New Hampshire foundations about accepting and managing the sale proceeds. Meetings were held with The New Hampshire Charitable Foundation, The Endowment for Health and the Foundation for Seacoast Health. After extensive discussion, the Boards initially approved pursuing the establishment of a donor advised fund within the New Hampshire Charitable Foundation. The Boards’ goal is to maximize the use of the sale proceeds to benefit the health and well-being of the residents of the Greater Rochester community and believed that it would be more efficient and less costly to establish and administer a donor advised fund than establishing and maintaining a separate foundation. Frisbie, HCA and The New Hampshire Charitable Foundation, however, have been unable to agree upon a mutual acceptable arrangement. Therefore, at this time, Frisbie proposes repurposing The Frisbie Foundation to receive and administer the sale proceeds.

Frisbie continues to believe that the HCA strategic transaction offers Frisbie the best chance for the hospital to survive and is the most optimal means to ensure the community’s continued access to health care services. Furthermore, the proceeds from the sale will produce an on-going community benefit for the Greater Rochester community.

**EXHIBIT 2
TO BOARD CERTIFICATE**

CONFIDENTIAL – ATTORNEY-CLIENT PRIVILEGED/ATTORNEY WORK PRODUCT

Summary Appraisal Report

**FAIR VALUE OF THE DESIGNATED ASSETS OF
FRISBIE MEMORIAL HOSPITAL**

As of October 31, 2018

REDACTED

Prepared by



**EXHIBIT 3
TO BOARD CERTIFICATE**

Exhibit 3

A summary of steps taken by Frisbie Memorial Hospital (“Frisbie”) to comply with the public notice requirement of the statute and any changes in the proposed transaction resulting therefrom.

1. Attached is the press release that was issued on January 23, 2019 announcing that Frisbie entered a Letter of Intent with HCA Healthcare, Inc.
2. Attached is a letter to the Community from the Hospital Board Chair dated January 23, 2019 addressing the proposed transaction
3. Attached is letter to Hospital staff from the Hospital CEO dated January 23, 2019 addressing the proposed transaction with HCA
4. Multiple Town Hall meetings for hospital employees, volunteers and medical staff were held on January 24th at the Hospital
5. Following the initial announcement, Dr. Jocelyn Caple, the Hospital CEO, attended meetings or appeared at the following events and discussed or answered questions about the proposed transaction:
 - a. Rotary Meeting – January 28, 2019
 - b. Meeting with Chamber President – February 8, 2019
 - c. Meeting with Representative Keans- February 18, 2019
 - d. Meeting with Congressman Pappas – February 20, 2019
 - e. Rochester Chamber of Commerce – April 12, 2019
 - f. Meeting with Mayor McCarly – April 25, 2019
 - g. Rochester Main Street Breakfast – May 7, 2019
 - h. City Council- July 16, 2019

There were no specific changes to the proposed transaction resulting from these activities.

**FRISBIE MEMORIAL HOSPITAL EXAMINES JOINING HCA HEALTHCARE TO
GROW, STRENGTHEN, AND ENSURE CONTINUED
ACCESS TO HEALTH CARE FOR COMMUNITY**

ROCHESTER, NH – January 23, 2019 – The Frisbie Memorial Hospital Board of Trustees announced today that it has entered into a Letter of Intent (LOI) to explore the possibility of joining HCA Healthcare, Inc., a Nashville, Tennessee-based company founded 50 years ago by two physicians and a business leader. The Board's decision to explore a potential agreement with HCA Healthcare reflects Frisbie Memorial Hospital's commitment to preserving and enhancing high-quality, affordable healthcare amid the increasing trend of industry collaboration.

Under the terms of the LOI, the two organizations will begin a period of exclusive negotiations with the goal of affiliating with HCA Healthcare by the Fall of 2019. A component of the proposed agreement includes HCA Healthcare's investment in patient services and facility upgrades.

The proposed agreement would also establish a foundation that would operate independently of the hospital. While the final details need to be worked out, the foundation assets will be focused on the people who live in greater Rochester community.

"We are extremely excited about the possibility of joining the HCA Healthcare family," said Frisbie Memorial Hospital Board of Trustees Chair Brian Hughes. "This collaboration would allow us to continue to build upon the outstanding quality of care that Frisbie Memorial Hospital is recognized for here in Rochester and throughout the region."

"HCA Healthcare offers advantages on a scale that would be difficult, if not impossible, to achieve otherwise," Hughes continued. "HCA Healthcare recognizes the value of the services we provide our patients, and we look forward to working with HCA Healthcare to further that mission."

"Community hospitals like ours must continue to innovate in order to meet the needs of the patients and families we serve," said Dr. Jocelyn Caple, president and CEO of Frisbie Memorial Hospital. "Joining HCA Healthcare would give us the opportunity to grow in ways that benefit all involved, including our physicians, staff, the local community, and, most importantly, the patients who rely on us for care."

"Frisbie Memorial Hospital has a proud tradition of serving the Rochester community for more than 100 years, and we are excited to begin exploring how we can work together to continue their legacy of caring for Strafford County residents," said Tim McManus, president of HCA Capital Division. "We look forward to working more closely with local physicians, caregivers

and leaders to learn how we can support their efforts to provide sustainable, high-quality healthcare services.”

HCA Healthcare is one of the nation’s most respected healthcare providers, operating 179 hospitals and 123 surgery centers in 20 states and in the United Kingdom. HCA Healthcare’s hospitals in New Hampshire are Portsmouth Regional Hospital and Parkland Medical Center.

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ABOUT FRISBIE MEMORIAL HOSPITAL

Frisbie Memorial Hospital (www.frisbiehospital.com) and its comprehensive network of medical providers are committed to delivering the highest quality care. Through the adoption of best medical and surgical practices, designed to improve the care and recovery of patients, Frisbie has been recognized as a leader in the areas of patient safety, hospital safety, surgical safety, and patient satisfaction, and is a trusted part of the seacoast healthcare system.

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For more information:

Josh McElveen

603-540-7031

Josh@mcelveenstrategies.com



A Message from Brian Hughes, Chairman of the Board of Trustees

Karen Gravel to: Frisbie Memorial Hospital

01/23/2019 02:10 PM

Bcc: Karen Gravel

Please read the following message from Brian Hughes, Chairman of the Board of Trustees:



January 23, 2019

Dear Frisbie Memorial Hospital Community,

On behalf of the Board of Trustees, I'm excited to announce that Frisbie has entered into a Letter of Intent (LOI) to explore the possibility of joining HCA Healthcare, Inc., a Nashville, Tennessee-based company founded more than 50 years ago by two physicians and a business leader. The company operates 179 locally managed hospitals and 123 surgery centers in 20 states and in the United Kingdom.

Under the terms of the LOI, both Frisbie and HCA Healthcare will begin exclusive negotiations for a definitive agreement. Our Board, along with HCA Healthcare, will now go through an intensive due diligence process that will include New Hampshire regulatory approvals. Our goal is to affiliate with HCA Healthcare by the end of 2019.

We're pursuing this potential agreement in order to grow, strengthen, and position Frisbie for long-term success. As you know, community hospitals like ours must continue to innovate in order to meet the needs of the patients and families we serve. Government, businesses and payors are demanding that healthcare providers assume more risk and continually reduce costs. As a result, healthcare consolidation is taking place at an unprecedented pace.

Our Board began the process of identifying a strategic affiliate in the Spring of 2018, with a Request for Proposal sent to organizations that would best suit the needs of Frisbie and the community. After a careful review of responses, interviews and further discussion, and with additional insight from our external consultants, our board agreed that an affiliation with HCA Healthcare would be ideal for Frisbie.

Like Frisbie, HCA Healthcare shares our deeply held commitment to our people, patients and communities. In fact, HCA Healthcare participates in groundbreaking clinical research, offers hundreds of clinical trials each year as part of its commitment to advancing medicine, and, for the past nine years, has been named by the Ethisphere Institute one of the "World's Most Ethical Companies."

It's important to understand that HCA Healthcare provides benefits and broader capabilities that are difficult, if not impossible, to match by independent hospitals. With HCA Healthcare, we look forward to the expanding patient access to keep care local and accelerating improvements in our facility and services.

Besides long-term benefits to the hospital, a key component of our agreement, should it move forward, will be the creation of a substantial non-for-profit, independent foundation that will serve greater Rochester for years to come. While the final details need to be worked out, the foundation assets will be focused on the people who live in our community.

We know you will have many questions about what this means for you, Frisbie, and our community as a whole. We're committed to sharing information as it becomes available. To that end, the Board, Dr. Caple and the Senior Management Team will be hosting staff town hall meetings. The meetings will be held in the Frisbie Education Center on Thursday, January 24, at 6:30 a.m., 11:30 a.m., 12:30 p.m., 3:30 p.m., and 6:30 p.m. In addition, information will be available and updated on Frisbie's portal, through a link entitled Frisbie Forward – the next 100 years, beginning next week.

The entire Board is extremely excited about the possibility of joining a national leader in healthcare that will further our mission in the greater Rochester community to keep healthcare local. A collaboration like this would allow us to continue to build upon the outstanding quality of care that Frisbie is recognized for throughout the region.

On behalf of the Board, thank you for your continued dedication, support and commitment to our patients and community. Together, we will move Frisbie forward for the next 100 years.

Brian Hughes
Chairman, Board of Trustees
Frisbie Memorial Hospital



FMH_Board Letter_012319.pdf

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<http://apps01.prominic.net/A55CF6/MSOIndex.nsf/DisclaimerX.xsp>



A Message from Dr. Jocelyn Caple, President & CEO
Karen Gravel to: Frisbie Memorial Hospital
Bcc: Karen Gravel

01/23/2019 02:27 PM

Please read the following message from Dr. Jocelyn Caple, President & CEO



January 23, 2019

Dear Colleagues,

Frisbie Memorial Hospital (Frisbie), in various forms, has been an integral part of Greater Rochester for over 100 years, and I am excited that the Board of Trustees has seized the opportunity to join with HCA Healthcare (HCA) in order to grow, strengthen and position Frisbie for continued success. As healthcare systems are continuously tasked to do more with less, this anticipated union creatively addresses the challenge.

As Frisbie Board Chairman Brian Hughes mentioned in his message today, the Board process began with a review of our long-term strategic plan, which resulted in the decision to evaluate the possibility of a strategic affiliation. A Request for Proposal (RFP) was issued to a myriad of healthcare organizations, yielding several interested parties. While the details are protected by confidentiality agreements, I can share that a wide net was cast, and that each response was carefully vetted. Once a forerunner was selected, much work was put into drafting a Letter of Intent (LOI). An LOI is a nonbinding agreement that provides the framework for a future transaction. In this case, that transaction would be an acquisition of Frisbie by HCA. While some very high-level concepts are addressed, most of the details that make for a successful collaboration remain to be hammered out in the definitive agreement. Due diligence, the process during which both parties collect information about each other to make sure that they know what they are getting in the deal, stands between the LOI and negotiating the final documents. That process will take several months. Once the definitive documents are negotiated, the proposed transaction will go before the Charitable Trust Division of the New Hampshire Attorney General's office, who has, by law, up to 120 days to evaluate the proposal. The BOT hopes to complete the entire process before the close of 2019.

We have spoken a lot about community throughout the past year, and the challenge before the BOT was to select an arrangement that best serves *all* the communities that Frisbie serves – our patients, our local towns, and our employees and staff. The proposed transaction with HCA supports all three:

1. **Our patients deserve high quality, up to date, affordable healthcare close to home.** HCA understands the importance of local delivery of care, and is committed to serving Frisbie's mission. They will be making capital investments to enhance our facilities. With data from over 179 hospitals, HCA conducts numerous clinical trials and develops best practices, all to the benefit of their patients. Nationwide, HCA serves patients representing all demographics, and commits to providing charity care equal to or exceeding our current levels.
2. **Our local cities and towns deserve a stable partner to provide accessible healthcare and support economic vitality.** Because the proposed transaction with HCA would be an acquisition, HCA would purchase the assets of the hospital for a negotiated amount. The net proceeds of the sale would be put into a foundation that would be for the purpose of supporting health and wellness in the community, independent and distinct from the work of the hospital. The assets in the foundation would be considerable and would have the potential to make a significant impact on challenges facing the Greater Rochester area. Further, the City would benefit from the taxes that the hospital would begin to pay upon converting from a non-profit charity to a taxable entity. Most importantly, Frisbie would continue to be a leading employer in Rochester and environs, supporting continued economic vitality in the region, attracting new talent and providing our homegrown talent with local development and career opportunities.
3. **Our employees and staff deserve fair compensation, job satisfaction and opportunity for growth.** Employment under HCA provides many benefits that are simply beyond the reach of an independent organization the size of Frisbie. For example, HCA offers a 401k plan (the for-profit equivalent of 403b) with an employer match, depending on years of service...and all Frisbie years of service will be honored for benefit purposes. Additionally, as a publicly held company, HCA stock is available for purchase, and HCA employees enjoy a 10 percent discount. HCA sets regional salary ranges that are competitive within our area, and will provide current employees with similar salary and wage levels to other hospital employees in the region. HCA actively supports professional growth, and the company is known nationally for its leadership development programs. This year they rolled out a robust online nursing education initiative that offers Continuing Education to all employed nurses.

As you can see, our Board of Trustees is carefully pursuing a path forward that will ensure Frisbie remains a vibrant organization, capable of fulfilling its mission for generations to come. Through all of the challenges of the last several years, the Frisbie Family has shown its strength and perseverance by doing what we always do – pulling together to deliver outstanding quality healthcare close to home. In the end, it is our people that define who we are, and I look forward to seeing who we can become with the additional support of HCA Healthcare.

Here's to the future: Us, even stronger.

Jocelyn

Note: All media inquiries must be directed to Josh McElveen, 603-540-7031, Josh@mcelveenstrategies.com. Please refer to the FMH Media Protocol.

Employee Town Hall meetings are scheduled January 24th. Please refer to the Town Hall Meeting memo for dates and times. Employees may also direct questions to their director/vice president.


Announcement to Staff_012319.pdf


FMH Media Protocols_012119.pdf


Town Hall Meetings.pdf

Jocelyn F. Caple, MD, MBA
President & CEO
Chief of Pathology
Frisbie Memorial Hospital
Phone: (603)335-8104
Fax: (603)335-8488
Email: j.caple@FMHospital.com

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<http://apps01.prominic.net/A55CF6/MSOIndex.nsf/DisclaimerX.xsp>

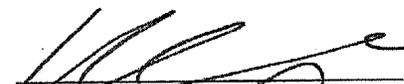
**The Frisbie Foundation
Board Certificate**

Reference is made to the Asset Purchase Agreement (“APA”) dated October 18, 2019 by and among Frisbie Memorial Hospital, The Frisbie Foundation, Granite State Lab, LLC, and Seacoast Business and Health Clinic, Inc. d/b/a Seacoast Redicare (collectively “Frisbie”) and FMH Health Services, LLC (as “Buyer”) (“Proposed Transaction”)

The undersigned, being the duly elected and qualified directors of the Board of The Frisbie Foundation, do hereby certify that, in approving the Proposed Transaction to sell the assets of The Frisbie Foundation, Granite State Lab, LLC, and Seacoast Business and Health Clinic, Inc. d/b/a Seacoast Redicare to FMH Health Services, LLC, the following standards have been considered in good faith and complied with:

- a) The Proposed Transaction is permitted by applicable law, e.g., laws governing nonprofit corporations, charitable solicitations, community benefit, community needs assessments and charity care;
- b) Due diligence has been exercised in selecting the Buyer, in engaging and considering expert advice, in negotiating the Proposed Transaction, and in determining that the Proposed Transaction is in the best interest of Frisbie and the community it serves (Attached hereto as Exhibit 1 is a summary of the due diligence performed by the Board of Frisbie Memorial Hospital);
- c) There were no disclosed or known conflicts of interest or pecuniary benefits that affected the Board’s decision to engage in the Proposed Transaction;
- d) The purchase price for the assets is of fair value (Attached hereto as Exhibit 2 is a valuation performed by Ketchum Valuation Consulting);
- e) The assets of Frisbie, and the sale proceeds of the acquisition, shall continue to be devoted to charitable purposes consistent with Frisbie’s objectives and the community’s needs;
- f) The Buyer is not a health care charitable trust formed in New Hampshire, therefore, control of sale proceeds will be independent of the Buyer; and
- g) Reasonable public notice of the Proposed Transaction was provided to the community, along with a reasonable and timely opportunity for the community to inform the deliberations of the Board regarding the Proposed transaction (See Exhibit 3 attached hereto).

IN WITNESS WHEREOF, the Directors have executed this Certificate on the 18th day of October 2019.



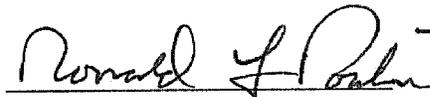
William Cormier, Chairman



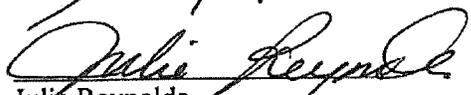
Brian Hughes, Secretary



Jim Jalbert, Treasurer



Ron Poulin



Julie Reynolds

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Given the financial situation, it was disappointing but not surprising that only three of the ten healthcare systems chose to submit an RFP. The three expressions of interest were from SolutionHealth (“Solution”), Steward Health Care System LLC (“Steward”), and HCA. Both Stewart and HCA were invited to give presentations to the Board of Trustees.

Solution offered a two-year Management Services Agreement that Solution believed would “create a structure and provide the necessary support for [Frisbie] to receive the various clinical, operational, administrative and other various services.” This proposal was attractive for several reasons, including Solution’s history in the community, reputation, and vision. However, Solution made no effort to quantify any cost savings in its RFP response. Solution also conceded to Frisbie that if access to capital was a top priority, it believed it was not the best choice for a partner. As a result, Frisbie believed the proposal offered too little to make a material impact on its financial situation and rejected the proposal.

Steward proposed an asset purchase agreement pursuant to which Steward would acquire substantially all of Frisbie’s assets (with some exceptions), retire long-term debt and liabilities, and fund \$150 million in facility improvement, IT enhancements, and network development projects. The funding commitment was initially attractive to Frisbie. However, that funding would be spread over a period of five years for identified projects. The amount Frisbie anticipated would be received at or near closing was not sufficient to adequately alleviate Frisbie’s financial issues. In short, it was questionable whether the funding at closing could cover Frisbie’s anticipated monthly expenses. In addition, Frisbie believed that Steward’s relative lack of experience within New Hampshire was a disadvantage to its ability to successfully operate Frisbie and to improve patient care.

HCA’s proposal was ultimately viewed as the most attractive. HCA proposed an asset purchase agreement and the creation of a community foundation to manage the net proceeds. HCA’s indication of its willingness to commit to fund capital expenditures had a greater potential to lessen Frisbie’s financial constraints; even though HCA’s overall dollar value was lower than Steward’s offer, the amount that Frisbie would receive at or near closing was higher and thus preferable. In other words, HCA’s funding commitment had the potential to ease Frisbie’s financial issues. In addition, Frisbie believed that HCA had the experience and respect within the state of New Hampshire that would lead to a greater chance of not only Frisbie’s success, but also patient care. Frisbie and HCA shared some existing synergies in tertiary services. Finally, HCA’s proposal more comprehensively addressed Frisbie’s perception of the needs of its patients, employees,

organization, and the greater Rochester community. Based on these considerations, Frisbie selected HCA as the optimal choice in September 2018.

Following this initial decision, the parties expanded their due diligence activities. Frisbie also engaged a valuation firm, Ketchum Valuation Consulting, to provide an independent opinion of the fair value of the assets to be sold to HCA. Frisbie and HCA executed a Letter of Intent (“LOI”) in January 2019. Following the execution of the LOI, Frisbie engaged Stroudwater Associates (“Stroudwater”) to assist the Board and the Board’s outside counsel with the due diligence process and the development of the definitive asset purchase agreement. Stroudwater facilitated multiple meetings for Frisbie Board members and the board members from the two other HCA hospitals in New Hampshire, Portsmouth Regional Hospital and Parkland Medical Center. Stroudwater also arranged meetings for the Frisbie Board members and management with representatives of other small community hospitals recently acquired by HCA, including Memorial Satilla Health, in Waycross, Georgia.

The Board designated a workgroup of Board members who regularly met with legal counsel and advisers from Stroudwater and participated directly in the negotiation and finalization of the definitive asset purchase agreement which was approved by the Frisbie Hospital Board on September 18, 2019 and The Frisbie Foundation on September 26, 2019.

Use of Sale Proceeds.

The Board also undertook an in depth investigation and assessment of options for the future use and management of the sale proceeds. The Board explored maintaining a separate grant-making foundation as well as met with three existing New Hampshire foundations about accepting and managing the sale proceeds. Meetings were held with The New Hampshire Charitable Foundation, The Endowment for Health and the Foundation for Seacoast Health. After extensive discussion, the Boards initially approved pursuing the establishment of a donor advised fund within the New Hampshire Charitable Foundation. The Boards’ goal is to maximize the use of the sale proceeds to benefit the health and well-being of the residents of the Greater Rochester community and believed that it would be more efficient and less costly to establish and administer a donor advised fund than establishing and maintaining a separate foundation. Frisbie, HCA and The New Hampshire Charitable Foundation, however, have been unable to agree upon a mutual acceptable arrangement. Therefore, at this time, Frisbie proposes repurposing The Frisbie Foundation to receive and administer the sale proceeds.

Frisbie continues to believe that the HCA strategic transaction offers Frisbie the best chance for the hospital to survive and is the most optimal means to ensure the community’s continued access to health care services. Furthermore, the proceeds from the sale will produce an on-going community benefit for the Greater Rochester community.

**EXHIBIT 2
TO BOARD CERTIFICATE**

Summary Appraisal Report

FAIR VALUE OF THE DESIGNATED ASSETS OF
FRISBIE MEMORIAL HOSPITAL

As of October 31, 2018

REDACTED

Prepared by



**EXHIBIT 3
TO BOARD CERTIFICATE**

Exhibit 3

A summary of steps taken by Frisbie Memorial Hospital (“Frisbie”) to comply with the public notice requirement of the statute and any changes in the proposed transaction resulting therefrom.

1. Attached is the press release that was issued on January 23, 2019 announcing that Frisbie entered a Letter of Intent with HCA Healthcare, Inc.
2. Attached is a letter to the Community from the Hospital Board Chair dated January 23, 2019 addressing the proposed transaction
3. Attached is letter to Hospital staff from the Hospital CEO dated January 23, 2019 addressing the proposed transaction with HCA
4. Multiple Town Hall meetings for hospital employees, volunteers and medical staff were held on January 24th at the Hospital
5. Following the initial announcement, Dr. Jocelyn Caple, the Hospital CEO, attended meetings or appeared at the following events and discussed or answered questions about the proposed transaction:
 - a. Rotary Meeting – January 28, 2019
 - b. Meeting with Chamber President – February 8, 2019
 - c. Meeting with Representative Keans- February 18, 2019
 - d. Meeting with Congressman Pappas – February 20, 2019
 - e. Rochester Chamber of Commerce – April 12, 2019
 - f. Meeting with Mayor McCarly – April 25, 2019
 - g. Rochester Main Street Breakfast – May 7, 2019
 - h. City Council- July 16, 2019

There were no specific changes to the proposed transaction resulting from these activities.

**FRISBIE MEMORIAL HOSPITAL EXAMINES JOINING HCA HEALTHCARE TO
GROW, STRENGTHEN, AND ENSURE CONTINUED
ACCESS TO HEALTH CARE FOR COMMUNITY**

ROCHESTER, NH – January 23, 2019 – The Frisbie Memorial Hospital Board of Trustees announced today that it has entered into a Letter of Intent (LOI) to explore the possibility of joining HCA Healthcare, Inc., a Nashville, Tennessee-based company founded 50 years ago by two physicians and a business leader. The Board’s decision to explore a potential agreement with HCA Healthcare reflects Frisbie Memorial Hospital’s commitment to preserving and enhancing high-quality, affordable healthcare amid the increasing trend of industry collaboration.

Under the terms of the LOI, the two organizations will begin a period of exclusive negotiations with the goal of affiliating with HCA Healthcare by the Fall of 2019. A component of the proposed agreement includes HCA Healthcare’s investment in patient services and facility upgrades.

The proposed agreement would also establish a foundation that would operate independently of the hospital. While the final details need to be worked out, the foundation assets will be focused on the people who live in greater Rochester community.

“We are extremely excited about the possibility of joining the HCA Healthcare family,” said Frisbie Memorial Hospital Board of Trustees Chair Brian Hughes. “This collaboration would allow us to continue to build upon the outstanding quality of care that Frisbie Memorial Hospital is recognized for here in Rochester and throughout the region.”

“HCA Healthcare offers advantages on a scale that would be difficult, if not impossible, to achieve otherwise,” Hughes continued. “HCA Healthcare recognizes the value of the services we provide our patients, and we look forward to working with HCA Healthcare to further that mission.”

“Community hospitals like ours must continue to innovate in order to meet the needs of the patients and families we serve,” said Dr. Jocelyn Caple, president and CEO of Frisbie Memorial Hospital. “Joining HCA Healthcare would give us the opportunity to grow in ways that benefit all involved, including our physicians, staff, the local community, and, most importantly, the patients who rely on us for care.”

“Frisbie Memorial Hospital has a proud tradition of serving the Rochester community for more than 100 years, and we are excited to begin exploring how we can work together to continue their legacy of caring for Strafford County residents,” said Tim McManus, president of HCA Capital Division. “We look forward to working more closely with local physicians, caregivers

and leaders to learn how we can support their efforts to provide sustainable, high-quality healthcare services.”

HCA Healthcare is one of the nation’s most respected healthcare providers, operating 179 hospitals and 123 surgery centers in 20 states and in the United Kingdom. HCA Healthcare’s hospitals in New Hampshire are Portsmouth Regional Hospital and Parkland Medical Center.

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ABOUT FRISBIE MEMORIAL HOSPITAL

Frisbie Memorial Hospital (www.frisbiehospital.com) and its comprehensive network of medical providers are committed to delivering the highest quality care. Through the adoption of best medical and surgical practices, designed to improve the care and recovery of patients, Frisbie has been recognized as a leader in the areas of patient safety, hospital safety, surgical safety, and patient satisfaction, and is a trusted part of the seacoast healthcare system.

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For more information:

Josh McElveen

603-540-7031

Josh@mcelveenstrategies.com



A Message from Brian Hughes, Chairman of the Board of Trustees

Karen Gravel to: Frisbie Memorial Hospital

01/23/2019 02:10 PM

Bcc: Karen Gravel

Please read the following message from Brian Hughes, Chairman of the Board of Trustees:



January 23, 2019

Dear Frisbie Memorial Hospital Community,

On behalf of the Board of Trustees, I'm excited to announce that Frisbie has entered into a Letter of Intent (LOI) to explore the possibility of joining HCA Healthcare, Inc., a Nashville, Tennessee-based company founded more than 50 years ago by two physicians and a business leader. The company operates 179 locally managed hospitals and 123 surgery centers in 20 states and in the United Kingdom.

Under the terms of the LOI, both Frisbie and HCA Healthcare will begin exclusive negotiations for a definitive agreement. Our Board, along with HCA Healthcare, will now go through an intensive due diligence process that will include New Hampshire regulatory approvals. Our goal is to affiliate with HCA Healthcare by the end of 2019.

We're pursuing this potential agreement in order to grow, strengthen, and position Frisbie for long-term success. As you know, community hospitals like ours must continue to innovate in order to meet the needs of the patients and families we serve. Government, businesses and payors are demanding that healthcare providers assume more risk and continually reduce costs. As a result, healthcare consolidation is taking place at an unprecedented pace.

Our Board began the process of identifying a strategic affiliate in the Spring of 2018, with a Request for Proposal sent to organizations that would best suit the needs of Frisbie and the community. After a careful review of responses, interviews and further discussion, and with additional insight from our external consultants, our board agreed that an affiliation with HCA Healthcare would be ideal for Frisbie.

Like Frisbie, HCA Healthcare shares our deeply held commitment to our people, patients and communities. In fact, HCA Healthcare participates in groundbreaking clinical research, offers hundreds of clinical trials each year as part of its commitment to advancing medicine, and, for the past nine years, has been named by the Ethisphere Institute one of the "World's Most Ethical Companies."

It's important to understand that HCA Healthcare provides benefits and broader capabilities that are difficult, if not impossible, to match by independent hospitals. With HCA Healthcare, we look forward to the expanding patient access to keep care local and accelerating improvements in our facility and services.

Besides long-term benefits to the hospital, a key component of our agreement, should it move forward, will be the creation of a substantial non-for-profit, independent foundation that will serve greater Rochester for years to come. While the final details need to be worked out, the foundation assets will be focused on the people who live in our community.

We know you will have many questions about what this means for you, Frisbie, and our community as a whole. We're committed to sharing information as it becomes available. To that end, the Board, Dr. Caple and the Senior Management Team will be hosting staff town hall meetings. The meetings will be held in the Frisbie Education Center on Thursday, January 24, at 6:30 a.m., 11:30 a.m., 12:30 p.m., 3:30 p.m., and 6:30 p.m. In addition, information will be available and updated on Frisbie's portal, through a link entitled Frisbie Forward – the next 100 years, beginning next week.

The entire Board is extremely excited about the possibility of joining a national leader in healthcare that will further our mission in the greater Rochester community to keep healthcare local. A collaboration like this would allow us to continue to build upon the outstanding quality of care that Frisbie is recognized for throughout the region.

On behalf of the Board, thank you for your continued dedication, support and commitment to our patients and community. Together, we will move Frisbie forward for the next 100 years.

Brian Hughes
Chairman, Board of Trustees
Frisbie Memorial Hospital



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A Message from Dr. Jocelyn Caple, President & CEO
Karen Gravel to: Frisbie Memorial Hospital
Bcc: Karen Gravel

01/23/2019 02:27 PM

Please read the following message from Dr. Jocelyn Caple, President & CEO



January 23, 2019

Dear Colleagues,

Frisbie Memorial Hospital (Frisbie), in various forms, has been an integral part of Greater Rochester for over 100 years, and I am excited that the Board of Trustees has seized the opportunity to join with HCA Healthcare (HCA) in order to grow, strengthen and position Frisbie for continued success. As healthcare systems are continuously tasked to do more with less, this anticipated union creatively addresses the challenge.

As Frisbie Board Chairman Brian Hughes mentioned in his message today, the Board process began with a review of our long-term strategic plan, which resulted in the decision to evaluate the possibility of a strategic affiliation. A Request for Proposal (RFP) was issued to a myriad of healthcare organizations, yielding several interested parties. While the details are protected by confidentiality agreements, I can share that a wide net was cast, and that each response was carefully vetted. Once a fore-runner was selected, much work was put into drafting a Letter of Intent (LOI). An LOI is a nonbinding agreement that provides the framework for a future transaction. In this case, that transaction would be an acquisition of Frisbie by HCA. While some very high-level concepts are addressed, most of the details that make for a successful collaboration remain to be hammered out in the definitive agreement. Due diligence, the process during which both parties collect information about each other to make sure that they know what they are getting in the deal, stands between the LOI and negotiating the final documents. That process will take several months. Once the definitive documents are negotiated, the proposed transaction will go before the Charitable Trust Division of the New Hampshire Attorney General's office, who has, by law, up to 120 days to evaluate the proposal. The BOT hopes to complete the entire process before the close of 2019.

We have spoken a lot about community throughout the past year, and the challenge before the BOT was to select an arrangement that best serves *all* the communities that Frisbie serves – our patients, our local towns, and our employees and staff. The proposed transaction with HCA supports all three:

1. **Our patients deserve high quality, up to date, affordable healthcare close to home.** HCA understands the importance of local delivery of care, and is committed to serving Frisbie's mission. They will be making capital investments to enhance our facilities. With data from over 179 hospitals, HCA conducts numerous clinical trials and develops best practices, all to the benefit of their patients. Nationwide, HCA serves patients representing all demographics, and commits to providing charity care equal to or exceeding our current levels.
2. **Our local cities and towns deserve a stable partner to provide accessible healthcare and support economic vitality.** Because the proposed transaction with HCA would be an acquisition, HCA would purchase the assets of the hospital for a negotiated amount. The net proceeds of the sale would be put into a foundation that would be for the purpose of supporting health and wellness in the community, independent and distinct from the work of the hospital. The assets in the foundation would be considerable and would have the potential to make a significant impact on challenges facing the Greater Rochester area. Further, the City would benefit from the taxes that the hospital would begin to pay upon converting from a non-profit charity to a taxable entity. Most importantly, Frisbie would continue to be a leading employer in Rochester and environs, supporting continued economic vitality in the region, attracting new talent and providing our homegrown talent with local development and career opportunities.
3. **Our employees and staff deserve fair compensation, job satisfaction and opportunity for growth.** Employment under HCA provides many benefits that are simply beyond the reach of an independent organization the size of Frisbie. For example, HCA offers a 401k plan (the for-profit equivalent of 403b) with an employer match, depending on years of service...and all Frisbie years of service will be honored for benefit purposes. Additionally, as a publicly held company, HCA stock is available for purchase, and HCA employees enjoy a 10 percent discount. HCA sets regional salary ranges that are competitive within our area, and will provide current employees with similar salary and wage levels to other hospital employees in the region. HCA actively supports professional growth, and the company is known nationally for its leadership development programs. This year they rolled out a robust online nursing education initiative that offers Continuing Education to all employed nurses.

As you can see, our Board of Trustees is carefully pursuing a path forward that will ensure Frisbie remains a vibrant organization, capable of fulfilling its mission for generations to come. Through all of the challenges of the last several years, the Frisbie Family has shown its strength and perseverance by doing what we always do – pulling together to deliver outstanding quality healthcare close to home. In the end, it is our people that define who we are, and I look forward to seeing who we can become with the additional support of HCA Healthcare.

Here's to the future: Us, even stronger.

Jocelyn

Note: All media inquiries must be directed to Josh McElveen, 603-540-7031, Josh@mcelveenstrategies.com. Please refer to the FMH Media Protocol.

Employee Town Hall meetings are scheduled January 24th. Please refer to the Town Hall Meeting memo for dates and times. Employees may also direct questions to their director/vice president.


Announcement to Staff_012319.pdf


FMH Media Protocols_012119.pdf


Town Hall Meetings.pdf

Jocelyn F. Caple, MD, MBA
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